

Patricia J. Ward

RESEARCH CONSULTANT
2431 Davis Avenue
Alexandria, Virginia 22302
(703) 836-4738

2-094A0003

April 3, 1992

17764
APR 3 1992 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Washington, D.C. 20423

17764
APR 3 1992 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Bill of Sale dated March 30, 1992, which involves the following parties:

Seller: WCL Railcars, Inc.
6250 North River Road
Rosemont, IL 60018

Buyer: M&I First National Leasing Corp.
Box 294
250 East Wisconsin Avenue
Milwaukee, WI 53201

Please file this Bill of Sale as a Primary document.

Also enclosed is a Lease dated March 30, 1992, which involves the following parties:

Lessor: M&I First National Leasing Corp.
Box 294
250 East Wisconsin Avenue
Milwaukee, WI 53201

Lessee: Charter Manufacturing Co., Inc.
10500 N. Port Washington Road
Mequon, WI 53092

Please file this Lease as a Supplement to the above Bill of Sale.

APR 3 1992 9 43 AM
MOTOR OPERATING UNIT

Patricia J. Ward
A County Clerk

- Page Two -

The equipment involved in these transactions is one (1) EMD SW1200 type locomotive bearing the road number WC 1230.

The filing fee of \$16 for each is enclosed.

Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Patricia J. Ward". The signature is written in dark ink and is positioned above the printed name.

Patricia J. Ward

Enc.

Interstate Commerce Commission
Washington, D.C. 20423

4/3/92

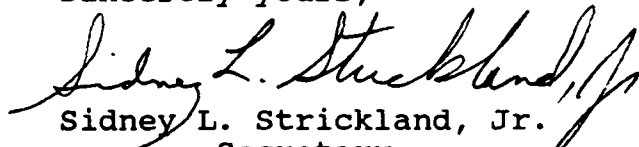
OFFICE OF THE SECRETARY

Patricia J. Ward
Research Consultant
2431 Davis Avenue
Alexander, VA. 22302

Dear Mrs. Ward:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/3/92 at 9:50am, and assigned recordation number(s). 17764 & 17764-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17764
REGISTRATION NO. FILED 1475

APR 3 1992 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

WCL Railcars, Inc., an Illinois corporation ("Seller"), in consideration of \$10.00 and other valuable consideration, sells and transfers to M&I First National Leasing Corp., a Wisconsin corporation ("Buyer"), one SW 1200 locomotive bearing the road number WC 1230 (the "Locomotive").

Seller represents and warrants that the Locomotive is being conveyed to Buyer free and clear of any security interest, lien, encumbrance or charge of any kind.

Dated: March 30, 1992

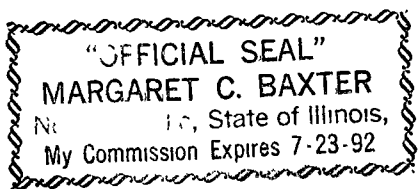
WCL RAILCARS, INC.

By: *Edward A. Burkhardt*
Edward A. Burkhardt
President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Margaret C. Baxter, a Notary Public in and for said County in the State aforesaid, DO HEREBY CERTIFY that EDWARD A. BURKHARDT, personally known to me to be the President of WCL RAILCARS, INC., and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as President he signed and delivered the said Bill of Sale as his free and voluntary act and as the free and voluntary act and deed of said Corporation, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 30th day of March, 1992.



Margaret C. Baxter
Notary Public
My commission expires: 7/23/92

SCHEDULE 1

DESCRIPTION OF LOCOMOTIVE

Locomotive Type: One EMD SW 1200 Locomotive

Road Number: WC 1230

Manufacture Date: 1965

Equipment:

Air Equipment	26C
Diesel	12567CE
Air Compressor	WBO
Main Generator	D-25C
Trucks	AAR Switch Type
Journal Bearings	Roller
Traction Motors	D-77
Switch Gear	All-Electric
Multiple Unit	Capable and Wired by AAR Standard
Spark Arrestors	Harco High Efficiency Type
Wheels	40" New
Batteries	64V New
Special Gear	FEMCO Full Locomotive Remote Control, including Train Line Air System
Special Gear	KIM Hot-Start Locomotive Preheater System Wired for 440 Three Phase